

ARTICLES OF INCORPORATION
OF
COLUMBIA FALLS ALUMINUM COMPANY

FIRST: The name of the Corporation is COLUMBIA FALLS ALUMINUM COMPANY.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Montana Business Corporation Act.

FOURTH: The total number of shares of common stock that the Corporation shall have authority to issue is 1,000 and the par value of each such share is \$1.00.

FIFTH: The name and address of the Corporation's initial registered agent is:

CT Corporation System
406 Fuller Avenue
Helena, Montana 59601

SIXTH: The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

1. John E. G. Bischof
ARCO Metals Company
Two Continental Towers
1701 Golf Road
Rolling Meadows, IL 60008
2. Paul S. Bilgore
ARCO Metals Company
Two Continental Towers
1701 Golf Road
Rolling Meadows, IL 60008
3. Billy E. Johnson
ARCO Metals Company
Two Continental Towers
1701 Golf Road
Rolling Meadows, IL 60008

SEVENTH: The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Billy E. Johnson	ARCO Metals Company Two Continental Towers 1701 Golf Road Rolling Meadows, IL 60008


EIGHTH: The Board of Directors is authorized to adopt, amend, or repeal the Bylaws of the Corporation.

NINTH: Any one or more directors may be removed, with or without cause, by the vote or written consent of the holders of a majority of the shares entitled to vote to elect directors.

TENTH: Meetings of stockholders shall be held at such place, within or without the State of Montana, as may be designated by or in the manner provided in the Bylaws, or, if not so designated, at the registered office of the Corporation in the State of Montana. Elections of directors need not be by ballot unless and to the extent that the Bylaws so provide.

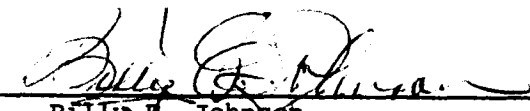
ELEVENTH: The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

THE UNDERSIGNED, being the sole incorporator above named, for the purpose of forming a corporation pursuant to the Montana Business Corporation Act, has signed this instrument on the 9th day of August, 1985, and does hereby acknowledge that it is his act and deed and that the facts stated therein are true.



Billy E. Johnson
Sole Incorporator

This Instrument was prepared by:



Billy E. Johnson
Attorney at Law
P. O. Box 8130
Rolling Meadows, IL 60008